

## Insight

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# 2019 Global Proxy Voting and Engagement Guidelines for Environmental and Social Issues

- State Street Global Advisors has developed an engagement framework to increase transparency around our engagement philosophy, approach, and processes.
- The guidelines in this document communicate the objectives of our engagement activities concerning environmental and social issues, to facilitate a better understanding of our preferred terms of engagement. The framework also includes guidance for our interactions with activist investors and shareholder proposal proponents.

March 18, 2019

## Overview

Our primary fiduciary obligation to our clients is to maximize the long-term returns of their investments. It is our view that material environmental and social (sustainability) issues can both create risk as well as generate long-term value in our portfolios. This philosophy provides the foundation for our value-based approach to Asset Stewardship.

We use our voice and our vote through engagement, proxy voting, and thought leadership in order to communicate with issuers and educate market participants about our perspective on important sustainability topics. Our Asset Stewardship program prioritization process allows us to proactively identify companies for engagement and voting in order to mitigate sustainability risks in our portfolio.

Through engagement, we address a broad range of topics that align with our thematic priorities and build long-term relationships with issuers. Engagements are often multi-year exercises. We share our views of key topics and also seek to understand the disclosure and practices of issuers. We leverage our long-term relationship with companies to effect change. Voting on sustainability issues is mainly driven through shareholder proposals. However, we may take voting action against directors even in the absence of shareholder proposals for unaddressed concerns pertaining to sustainability matters.

In this document we provide additional transparency into our approach to engagement and voting on sustainability-related matters.

# Our Approach to Assessing Materiality and Relevance of Sustainability Issues

While we believe that sustainability-related factors can expose potential investment risks as well as drive long-term value creation, the materiality of specific sustainability issues varies from industry to industry and company by company. With this in mind, we leverage several distinct frameworks as well as additional resources to inform our views on the materiality of a sustainability issue at a given company including:

- The Sustainability Accounting Standards Board (SASB) Materiality Map
- The Task Force on Climate-related Financial Disclosures (TCFD) Framework
- Disclosure expectations in a company's given regulatory environment
- Market expectations for the sector and industry
- Other existing third-party frameworks, such as the CDP (formally the Carbon Disclosure Project)

Our proprietary R-Factor<sup>1</sup> score

We expect companies to disclose information regarding their approach to identifying material sustainability-related risks and the management policies and practices in place to address such issues. We support efforts by companies to demonstrate the ways in which sustainability is incorporated into operations, business activities, and most importantly, long-term business strategy.

# Approach to Engagement on Sustainability Issues

State Street Global Advisors holds more than 12,000 listed equities across its global portfolios. The success of our engagement process is due to our ability to prioritize and optimally allocate resources. Our approach is driven by:

## 1) Proprietary Screens:

We have developed proprietary in-house sustainability screens to help identify companies for proactive engagement. These screens leverage our proprietary R-Factor score to identify sector and industry outliers for engagement and voting on sustainability issues.

## 2) Thematic Prioritization:

As part of our annual stewardship planning process we identify thematic sustainability priorities that will be addressed during most engagement meetings. We develop our priorities based upon several factors, including client feedback, emerging sustainability trends, developing macroeconomic conditions, and evolving regulations. These engagements not only inform our voting decisions but also allow us to monitor improvement over time and to contribute to our evolving perspectives on priority areas. Insights from these engagements are shared with clients through our publicly available Annual Stewardship Report.

# Voting on Sustainability Proposals

Historically, shareholder proposals addressing sustainability-related topics have been most common in the U.S. and Japanese markets.

However, we have observed such proposals being filed in additional markets, including Australia, the UK, and continental Europe.

Agnostic of market, sustainability-related shareholder proposals address diverse topics and typically ask companies to either improve sustainability-related disclosure or enhance their practices. Common topics for sustainability-related shareholder proposals include:

- Climate-related issues
- Sustainable practices
- Gender equity
- Campaign contributions and lobbying
- Labor and human rights
- Animal welfare

We take a case-by-case approach to voting on shareholder proposals related to sustainability topics and consider the following when reaching a final vote decision:

- The materiality of the sustainability topic in the proposal to the company's business and sector (see "Our Approach to Assessing Materiality and Relevance of Sustainability Issues" above)
- The content and intent of the proposal
- Whether the adoption of such a proposal would promote long-term shareholder value in the context of the company's disclosure and practices
- The level of board involvement in the oversight of the company's sustainability practices
- Quality of engagement and responsiveness to our feedback

- Binding nature of proposal or prescriptiveness of proposal

## Vote Options for Sustainability-Related Proposals

- State Street Global Advisors votes For (support for proposal) if the issue is material and the company has poor disclosure and/or practices relative to our expectations.
- State Street Global Advisors votes Abstain (some reservations) if the issue is material and the company's disclosure and/or practices could be improved relative to our expectations.
- State Street Global Advisors votes Against (no support for proposal) if the issue is non-material and/or the company's disclosure and/or practices meet our expectations.

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[Asset Stewardship](#)

[Annual Asset Stewardship Report 2018-19](#)

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<sup>1</sup> State Street Global Advisors' proprietary scoring model, which aligns with SASB's materiality map.

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